

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)
) Case No. _____
)
) RULE 2014 VERIFIED STATE
Debtor(s)) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor ~~except~~:
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:

16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:

17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):

19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:
22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:
23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:
24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

Applicant

Exhibit 1

In preparing its response to Question 13, Perkins Coie, LLP (the “Firm”) checked the following: (1) Debtor - SeaPort Airlines, Inc., fka Alaska Juneau Aeronautics, Inc., dba Wings of Alaska; (2) Debtor’s Affiliates - Oregon Angel Fund; SeaPort Group LLC; John Beardsley; Timothy F. Sieber, President; and Wings of America; (3) Committee - JA Flight Services, LLC; Olson Brooksby PC; and Memphis Propeller Service, Inc.; (4) Creditors Holding Secured Claims - Wells Fargo Bank; IRS; and Axis Capital, Inc.; (5) Creditors Holding Security Interests, as listed by Debtor’s counsel in its Rule 2014 Statement - “*Wings Airline Service, Inc.; Robert Jacobsen and Darlene F. Jacobsen Living Trust (original loan - \$1,901,299; current balance \$1,393,194.35); collateral granted and still held - 2nd Trust Deed on Juneau Hangar*”, as well as Aircraft Lease Finance III, Inc./Residual Based Finance Corp (aka Residco); and (6) 20 Largest Creditors - 154 West Aviation Enterprises, Inc.; Accounting Principals, Aero Services; Airline Maintenance Service Inc.; American Express; Atlantic Burbank; Aviall Services, Inc.; City of Memphis Treasurer; DASH CA, Inc.; Executive Express Aviation, LLC; Hill Fuel LLC; Kenyon International Emergency Svcs Inc.; Lane Powell; Memphis Propeller Service, Inc.; Olson Brooksby PC; Petro Marine Services/Alaska Oil Sales; Prime Turbines; Sabre Group, Inc.; Tom’s Aircraft Maintenance; and Travelport, LP. The above review revealed the following:

Perkins Coie represents secured creditor Wells Fargo Bank in unrelated matters. The Firm also represents unsecured creditor Aviall Services, Inc. (as part of our representation of The Boeing Company) in unrelated matters. The Firm’s clients who are or may become adverse to the Committee’s interests, including Wells Fargo and Aviall Services, are referred to collectively hereinafter as “Other Clients.”

Should Perkins Coie become authorized to pursue any avoidance or other actions against the Other Clients, including Wells Fargo Bank and/or Aviall Services, we will discuss with the Committee whether we need to seek waivers from the Other Clients or seek alternate counsel.

In addition, Perkins Coie is disclosing the following:

- Perkins Coie, through an affiliate investment entity, has made investments in the Oregon Angel Fund(s).
- Perkins Coie is currently representing clients in matters adverse or potentially adverse to unsecured creditors American Express, Sabre Group, Inc. and Travelport, LP (the “Adverse Parties”) in unrelated matters. We do not believe there is a conflict between the Committee and the Adverse Parties with respect to the representation of the Committee at this time, but we will continue to review these representations.
- The Firm formerly represented Scott Brooksby and Kristin Olson Brooksby in a matter unrelated to our proposed representation of the Committee. The Firm last provided services to Scott and Kristin Brooksby with respect to this matter on January 14, 2015, and the date of the last payment received from the Brooksbys was April 14, 2015. The Firm formally closed its file with respect to this representation on February 16, 2016. We do not believe this former representation creates a conflict of interest.

Exhibit 2

Perkins Coie sent an email to all firm personnel requesting information regarding any connections to the Debtor, members of the Committee, the U.S. Trustee's office for the District of Oregon, or any Bankruptcy Judges in the District of Oregon. Except as otherwise disclosed in Exhibit 1, there are no such connections.

Although we are unaware of any such claims, employees at Perkins Coie may have individual claims against the Debtor for the cost of cancelled or rescheduled flights.

Perkins Coie's List of Connections
(Except for the Debtor Affiliates all creditor names are from the bankruptcy schedules filed by the Debtor)

	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
Debtor Affiliates						
	Oregon Angel Fund	X (re Oregon Angel Fund 2016)		X (re Oregon Angel Fund 2016)		Perkins Coie, through an affiliate investment entity, has made investments in the Oregon Angel Funds
	John Beardsley					
Sched. D - Secured Creditors						
	Axis Capital			X		
	Chase (Home Equity Servicing)			X	X	
	IRS (Centralized Insolvency Operation)			X	X	
	Multnomah County Assessment			X	X	
	USA - Dept. of Transportation			X	X	
	USA - FAA - Penalty #4			X	X	
	Wells Fargo	X		X	X	
Sched. E/F - Unsecured Creditors						
	Aaron Smith			X	X	It is unknown whether these adversities are to the same individual as the one listed in the Debtor's schedules.
	Alaska Airlines	X		X		
	Alaska Marine Lines Inc.	X		X		

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	American Eagle Airlines, Inc.			X		
	American Express			X	X	
	Andrew Sims			X		It is unknown if this is the same individual as the one listed in the Debtor's schedules.
	API	X		X	X	The full name of "API" is unknown, and it is unclear whether these connections are the same entity that is listed in the Debtor's schedules.
	AT&T			X	X	
	AT&T Phone			See above entry for "AT&T"		
	Atlantic Aviation			X		
	AUM	X		X		The full name of AUM is unknown, and it is unclear whether these connections are to the same entity that is listed in the Debtor's schedules.
	Aviall Services, Inc.	X		X		
	Bank of America VISA					There were no relevant connections to this entity, but we have numerous open and closed adversities to Bank of America.
	Berry					It is unknown what the full name is of "Berry." Accordingly, the connections reported may not be relevant. Individuals with "Berry" as a last name have not been reported.

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	Boston-Logan Intl Airport			X		
	Cascade Natural Gas Corp.	X		X		
	Cessna Aircraft Company			X	X	
	CFO Selections LLC	X				
	Charter Communications - OTH	X		X		
	Christopher Banks			X	X	Reported connections for individual "Christopher Banks" and company "Christopher & Banks"
	Christopher Jones			X		it is unclear whether these connections are to the same entity that is listed in the
	Cintas Corporation	X		X	X	
	City of Pendleton, OR	X				
	Comcast	X		X	X	
	Comcast - Telephone	See entry above for "Comcast"				
	Cox Communications			X	X	
	Crownair Aviation			X		
	Daniel Green	X		X		It is unknown whether these connections are for the same individual as the one listed in the Debtor's schedules.
	David Jones	X		X		It is unknown whether these connections are for the same individual as the one listed in the Debtor's schedules.

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	David Mitchell	X				It is unknown whether this is the same individual as the one listed in the Debtor's schedules.
	David Sandberg			X		It is unknown whether this is the same individual as the one listed in the Debtor's schedules.
	Dell	X	X	X	X	It is unknown which Dell entity is involved in this bankruptcy.
	Diio LLC			X		
	Oregon Dept of Revenue (Bky Unit)			X	X	
	Duncan Aviation			X		
	Earthlink Business				X	It is unclear whether these connections are to the same entity that is listed in the
	Federal Aviation Administration			X	X	
	Fountain Village Development			X		
	Grainger, Inc.	X			X	
	Gravity Payments			X		
	Hawaiian Airlines			X		
	Hogan & Lovells			X		
	Integra Telecom	X		X		
	InterCall			X		
	James Dean	X				It is unknown whether this is the same person as the one listed in the Debtor's schedules.

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	James Gardner			X		It is unknown whether this is the same person as the one listed in the Debtor's schedules.
	James Taylor	X		X		It is unknown whether these are the same individuals as the one listed in the Debtor's schedules.
	Jeppesen Sanderson Inc.	X				
	Magellan Behavioral Health			X		
	Michael Gallagher			X		It is unknown whether this is the same individual as the one listed in the Debtor's schedules.
	Michael Kline			X		It is unknown whether this is the same individual as the one listed in the Debtor's schedules.
	Michael L. Larson Co, PC			X		
	Michael Rogers	X		X		It is unknown whether these connections are for the same individual as the one listed in the Debtor's schedules.
	Mutual of Omaha Insurance			X		
	New Orleans International Airport			X		
	Pacific Office	X		X		
	Pacific Power	X		X		We assume this is the "Pacific Power" that is related to PacifiCorp.
	Pitney Bowes Inc.			X		

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	Ronald Wilson			X		It is unknown whether these connections are for the same individual as the one listed in the Debtor's schedules.
	Sabre Group, Inc.					No open adversities to Sabre Group, Inc. We do have open adversities other Sabre entities.
	SANCO			X		
	Sandra Hughes			X		It is unknown whether this is the same individual as the one listed in the Debtor's schedules.
	Spokane International Airport	X				
	State of Arkansas			X		
	SurveyMonkey	X		X		
	T-Mobile	X		X		
	Travelport, LP			X	X	
	Uline			X		
	Umatilla county			X	X	
	United Rentals			X	X	
	Verizon			X	X	
	Westar Energy			X		
	William Johnson	X		X	X	It is unknown whether these connections are for the same individual as the one listed in the Debtor's schedules.

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	Parties	Current Clients or Client Affiliates - In Unrelated Matters	Former Client or Client Affiliates in Past 2 Years	Current Adverse - In Unrelated Matters	Former Adverse in Past 2 Years	Comments
	Wilmington Trust Company			X	X	We do not represent Wilmington Trust Co. in its capacity as a company, but we do represent it in its capacity as a co-trustee and in its capacity as indenture trustee and in other fiduciary or agency capacities.
	Windstream	X				
	Workplace Answers					
	World Fuel Services, Inc.			X		
	WSI Corp.	X				
	Wtechlink Inc.					
	X5 Solutions			X		
	Yakima Air Terminal					
	Yellow Cab Taxi					
Sched. G - Exec. Contracts; Unexpired Leases						
	Avion Capital Corporation				X	
	Port of Portland	X		X	X	
Sched. H - Co-Debtors						
	John P. and Janet N. Beardsley			X		
	LPSL corporate Services, Inc.			X		

Exhibit 4

Perkins Coie is representing Coos County Airport District in an unrelated matter. Debtor has a lease with Coos County Airport.

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6 Counsel to Official Committee
of Unsecured Creditors

7

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9 UNITED STATES BANKRUPTCY COURT

10 FOR THE DISTRICT OF OREGON

11 In re
12 SeaPort Airlines, Inc.
13 Debtor. Case No. 16-30406-tmb11
CERTIFICATE OF SERVICE

14 The undersigned hereby certifies that on the date shown below the **Second Amended**
15 **Rule 2014 Verified Statement for Proposed Professional** was electronically filed with the
16 Clerk of Court using the CM/ECF system, which will send a Notice of Electronic Filing to all
17 CM/ECF participants, which includes Debtor's counsel, the United States Trustee's office and
18 parties requesting notice electronically, and a copy of the pleading will be sent via U.S. Mail on
19 the date shown below to the following parties:
20

21 Franklin C. Adams POB 1028 22 Riverside, CA 92502-1028 23 <i>Creditor San Diego County Regional Airport Authority</i>	Michael J. Edelman 1633 Broadway 47th Floor New York, NY 10019 <i>Creditor Aircraft Lease Finance III</i>
24 Tulare County Tax Collector Attn Jorge Garcia Deputy Tax Collector 25 221 S Mooney Blvd Rm 104-E Visalia, CA 93291-4593	Mark J. Wolfson 100 N Tampa St #2700 Tampa, FL 33602 <i>Interested Party Airlines Reporting Corp.</i>

26 **Perkins Coie LLP**
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Portland, OR 97209-4128
Phone: 503.727.2000
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2 DATED this 6th day of April, 2016
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PERKINS COIE LLP

/s/ Douglas R. Pahl
Douglas R. Pahl, OSB No. 950476
Counsel to Official Committee of Unsecured
Creditors

PAGE 2- CERTIFICATE OF SERVICE

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